10:51 **2**499\_8011

> Each R3 is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

> > Each n is independently 1 or 2;

Each in is independently 0, 1, 2, 3, or 4;

Each R4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; haloalkyl; SR5; OR5;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_{n}R^{5}:S(O)_{n}NR^{5}R^{5};\ NR^{5}C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)R^{5};\ NR^{5}C(O)R^{5};\ NR^{5}(COOR^{5});$  $NR^{5}C(O)R^{8};\ NR^{5}S(O)_{n}NR^{5}R^{5};\ NR^{5}S(O)_{n}R^{5};\ NR^{5}S(O)_{n}R^{8};\ NR^{5}C(O)C(O)NR^{5}R^{5};$  $NR^5C(O)C(O)NR^5R^6; OC(O)NR^5R^5; \\ QS(O)_nNR^5R^5; NR^5S(O)_nOR^5; \\ P(O)(OR^5)_2; C1-C10 \\ alkyloping (A) \\ A = 1000 \\ A = 1000$ substituted with 1-3 independent aryl, R7 or R8; or C2-C10 alkenyl substituted with 1-3 independent aryl, R7 or R8;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R7 or R9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R7 or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1/3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=N R<sup>5</sup>) NR<sup>5</sup>R<sup>5</sup>, or  $S(O)_n \mathbb{R}^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(\Theta)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11},\ COOR^{10},\ NO_2,\ CN,\ C(O)R^{10},\ OC(O)NR^{10}R^{10},\ (C(O)NR^{10}R^{10},\ N(R^{10})C(O)R^{10},\ N(R^{10})C(O)$  $(COOR^{10}), S(O)_{p}NR^{10}R^{10}; NR^{10}S(O)_{p}NR^{10}R^{10}; NR^{10}S(O)_{p}R^{10}; or P(O)(OR^{5})_{2};$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; halo;\sulfur; oxygen; CF3; SR5;  $OR^5;\ OC(O)R^5;\ NR^5R^5;\ NR^5R^6;\ NR^6R^6;\ COOR^5;\ NO_2;\ CN;\ C(O)R^5;\ CO)NR^5R^5;\ S(O)_nNR^5R^5;$ NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>u</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R° is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1.9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>, NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>. OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each  $R^{11}$  is independently  $C(Q)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_{n}R^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>5</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;

C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; haloalkyl; COOR<sup>5</sup>; C(O)R<sup>5</sup>;

**3**499\_8011

C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkeny) substituted with 1-3 independent aryl, R7 or R8;

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Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; haloalkyl; SR5; OR5;  $OC(O)R^5; \ NR^5R^5; \ NR^5R^6; \ COOR^5; \ NO_2; \ CN; \ C(O)R^5; \ C(O)C(O)R^5; \ C(O)NR^5R^5; \ S(O)_nR^{5:1}$  $S(O)_{n}NR^{5}R^{5}; \quad NR^{5}C(Q)NR^{5}R^{5}; \quad NR^{5}C(O)C(O)R^{5}; \quad NR^{5}C(O)R^{5}; \quad NR^{5}C(O)R^{5}; \quad NR^{5}C(O)R^{8}; \quad NR^{5}C(O)R^{5}; \quad NR^{5}C(O)R^{5};$  $NR^{5}S(O)_{n}NR^{5}R^{5}; \quad NR^{\frac{1}{2}}S(O)_{n}R^{5}; \quad NR^{5}S(O)_{n}R^{8}; \quad NR^{5}C(O)C(O)NR^{5}R^{5}; \quad NR^{5}C(O)C(O)NR^{5}R^{6};$ OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R7 or R8; or C2-C10 alkenyl substituted with 1-3 independent aryl, R7 or R8;

Each haloalkyl is independently a C1-C10 alkyl substituted with one or more halogen atoms, selected from F. Cl. Br, or I, including perhaloalkyl;

Each aryl is independently a 6-carbon monocyclic, 10-carbon bicyclic or 14carbon tricyclic aromatic ring system optionally substituted with 1-3 independent C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; R9; halo; haloalkyl;  $OR^{10}; \ SR^{10}; \ NR^{10}R^{10}; \ NR^{10}R^{11}; \ COOR^{10}; \ NO_2; \ CN; \ C(O)R^{10}; \ C(O)C(O)R^{10}; \ C(O)NR^{10}R^{10};$  $N(R^{10})C(O)NR^{10}R^{10}, \ N(R^{10})C(O)R^{10}; \ N(R^{10})S(O)_{n}R^{10}; \ N(R^{10})(COOR^{10}); \ NR^{10}C(O)C(O)R^{10};$  $NR^{10}C(O)R^9$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^9$ ;  $NR^{12}C(O)C(O)NR^{12}R^{12}$ ;  $S(O)_nR^{10}$ : S(O), NR 10R 10; OC(O)R 10; C1-C10 alkyl substituted with 1-3 independent R9, halo, CF3, OR 10,  $SR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{11}R^{11}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $COOR^{10}$ ,  $NO_z$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$  (COOR  $(O)_0NR^{10}R^{10}$ ;  $R^{10}$ ; or C2-C10 alkenyl substituted with 1-3 independent R9, halo, CF3,  $\Diamond R^{10}$ , SR10, OC(O)R10, NR11R11, NR10R10,  $NR^{10}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$ (COOR<sup>10</sup>), \$(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>;

Each heterocyclyl is independently a 3-8 membered nonaromatic monocyclic, 8-12 membered nonaromatic bicyclic, or 11-14 membered nonaromatic tricyclic, ring system having 1-4 heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S;

Each heteroaryl is independently a 5-8 membered aromatic monocyclic, 8-12 membered aromatic bicyclic, or 11-14 membered aromatic tricyclic ring system having 1-4

10:52 **2**499\_8011

> heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S;

provided R and R2 are not both 1-alkylpyridinium, both 4-pyridyl or both morpholino; further provided R1 is not NH2;

further provided R and R2 are not both hydroxy, methoxy, ethoxy or phenoxy;

further provided R<sup>1</sup> is not phenoxy, acetylamino, or methylamino when R<sup>2</sup> is morpholino;

further provided R<sup>1</sup> is not methoxy or hydroxy when R<sup>2</sup> is 4-chlorophenylamino;

further provided R1 is not phenoxy, methoxy or ethoxy when R2 is 4-

aminophenylsulfonylamino;

further provided R1 is not phenoxy when R2 is 4-methylthiophenylamino or sulfanilamido;

and further provided R<sup>1</sup> is not hydroxy when R<sup>2</sup> is hexylamino, phenylamino, 3methylphenylamino, 2-ethoxyphenylamino, 4 methylthiophenylamino, 2ethylsulfinylphenylamino, 3-propylsulfonylphenylamino, 4-acetylphenylamino, 4sulfamylphenylamino, 3-nitrophenylamino, 4-cyanophenylamino, 4-carboxyphenylamino, 4-(acetylamino)phenylamino, 4-biphenylamino, 1-naphthylamino, 4-pyridylamino, 2thiazolylamino, 4-quinolylamino, and 2-pyrimidinylamino,

2. The compound of claim 1 wherein,

R<sup>1</sup> is independently R<sup>3</sup>;

R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5; NR^5R^6; NR^5R^{16}; COOR^5; NO_2; CN; C(O)R^5; C(O)C(O)R^5; C(O)NR^5R^5; S(O)_0R^5; C(O)R^5; C(O)R^$  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>u</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>a</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

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Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_n$   $R^5$ ;

 $Each\ R^7\ is\ independently\ halo,\ CF_3,\ SR^{10},\ OR^{10},\ OC(O)R^{10},\ NR^{10}R^{10},\ NR^{10}R^{11},\\ NR^{11},\ COOR^{10},\ NO_2,\ CN,\ C(O)R^{10},\ OC(O)NR^{10}R^{10},\ C(O)NR^{10}R^{10},\ N(R^{10})C(O)R^{10},\ N(R^{10})C(O)R^{10},$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted

**3**499\_8011

with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>0</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkcnyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

3. The compound of claim 1 wherein,

R<sup>1</sup> is independently heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>a</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>
R<sup>5</sup>:

 $Each\ R^7\ is\ independently\ halo,\ CF_3,\ SR^{10},\ OR^{10},\ OC(O)R^{10},\ NR^{10}R^{10},\ NR^{10}R^{11},\\ NR^{11}R^{11},\ COOR^{10},\ NO_2,\ CN,\ C(O)R^{10},\ OC(O)NR^{10}R^{10},\ C(O)NR^{10}R^{10},\ N(R^{10})C(O)R^{10},\ N(R^{10})C(O)R$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>: NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

10:54 **3**499\_8011

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF3; SR10; OR10;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ; CN;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl, C4-C10 cycloalkenyl; haloalkyl, C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR14, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR 14R 14, COOR 14, NO2, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl: C3-C10 cycloalkyl or phenyl; Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8: halo; CF3; COOR5; C(O)R5; C(O)C(O)R5; **3**499\_801

 $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup> S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

4. The compound of claim 1 wherein,

 $R^1$  is independently phenyl optionally substituted with 1-5 independent  $R^4$ ;  $R^2$  is independently NHR<sup>3</sup>;

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF3; SR5; OR5; OC(O) $R^5$ ; NR5 $R^5$ ; NR5 $R^6$ ; NR5 $R^6$ ; NR5 $R^6$ ; NO2; CN; C(O) $R^5$ ; C(O)C(O) $R^5$ ; C(O)NR5 $R^5$ ; S(O) $R^5$ ; S(O) $R^5$ ; S(O) $R^5$ ; NR5C(O)NR5 $R^5$ ; NR5C(O)NR5 $R^5$ ; NR5C(O) $R^5$ ; NR5C

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>

R<sup>5</sup>:

**23**499-8011

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})C(O)$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may he substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>3</sup>S(O)<sub>0</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>0</sub>R<sup>10</sup>; S(O)<sub>0</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>0</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;

C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

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C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>. NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

5. The compound of claim 1 wherein,

Each  $R^1$  and  $R^2$  is independently NHR<sup>3</sup>;

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ , halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>;

 $NR^5S(O)_nNR^5R^5;\ NR^5S(O)_nR^5;\ NR^5S(O)_nR^8;\ NR^5C(O)C(O)NR^5R^5;\ NR^5C(O)C(O)NR^5R^6;$   $OC(O)NR^5R^5;\ OS(O)_nNR^5R^5;\ NR^5S(O)_nOR^5;\ P(O)(OR^5)_2;\ C1-C10\ alkyl\ substituted\ with\ 1-3\ independent\ aryl,\ R^7\ or\ R^8;\ or\ C2-C10\ alkenyl\ substituted\ with\ 1-3\ independent\ aryl,\ R^7\ or\ R^8;$ 

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_n$   $R^5$ :

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$  ( $COOR^{10}$ ),  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ,  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsarurated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-

3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

R<sup>5</sup>:

The compound of claim I wherein,

R<sup>1</sup> is independently NHR<sup>3</sup>;

R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R<sup>3</sup> is independently aryl; phonyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ;  $CO; C(O)R^5; C(O)C(O)R^5; C(O)NR^5R^5; S(O)_0R^5$  $S(O)_{n}NR^{5}R^{5}$ ;  $NR^{5}C(O)NR^{5}R^{5}$ ;  $NR^{5}C(O)C(O)R^{5}$ ;  $NR^{5}C(O)R^{5}$ ;  $NR^{5}(COOR^{5})$ ;  $NR^{5}C(O)R^{8}$ ;  $NR^{5}S(O)_{n}NR^{5}R^{5};\ NR^{5}S(O)_{n}^{N}R^{5};\ NR^{5}S(O)_{n}^{N}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};\ NR^{5}C(O)C(O)NR^{5}R^{6};$  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2 C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl, C4-C10 cycloalkenyl aryl; R9; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R7 or R9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R7 or R9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R7 or R9;

Each R<sup>6</sup> is independently C(Q)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>

Each R<sup>7</sup> is independently halo, CR<sub>3</sub>, SR<sup>10</sup>, OR<sup>10</sup>, OC(O)R<sup>10</sup>, NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$  $(COOR^{10}), S(O)_nNR^{10}R^{10}; NR^{10}S(O)_nNR^{10}R^{10}; NR^{10}S(O)_nR^{10}; or P(O)(OR^5)_2;$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; halo; sulfur; oxygen; CF3; SR5; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent R7, R9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R7, R9 or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_{n}R^{10}$ ;

Each R<sup>12</sup> is independently H; C1 C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;

C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>;

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C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R23; or C2-C10 alkenyl substituted with 1-3 independent aryl, R7 or R8; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^{5}R^{5}; NR^{5}R^{6}; COOR^{5}; NO_{2}; CN; C(O)R^{5}; C(O)C(O)R^{5}; C(O)NR^{5}R^{5}; S(O)_{0}R^{5}; S(O)_{n}NR^{5}R^{5};$  $NR^{5}C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)R^{5};\ NR^{5}C(O)R^{5};\ NR^{5}(COOR^{5});\ NR^{5}C(O)R^{8};\ NR^{5}S(O)_{0}NR^{5}R^{5};$  $NR^{5}S(O)_{n}R^{5}; NR^{5}S(O)_{n}R^{8}; NR^{5}C(O)C(O)NR^{5}R^{5}; NR^{5}C(O)C(O)NR^{5}R^{6}; OC(O)NR^{5}R^{5};$ OS(O), NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O), OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; Cl-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; provided R<sup>1</sup> is not NH<sub>2</sub>.

7. The compound of claim 1 wherein,

R<sup>1</sup> is independently NHR<sup>6</sup>;

R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R4 on each ring; or heteroaryl optionally substituted with 1-4 independent R4 on each ring;

Each R4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^{5}R^{5};\ NR^{5}R^{6};\ NR^{5}R^{16};\ COOR^{5};\ NO_{2};\ CN;\ C(O)R^{5};\ C(O)C(O)R^{5};\ C(O)NR^{5}R^{5};\ S(O)_{n}R^{5}=0$  ${}^{5}(O)_{11}NR^{5}R^{5}; NR^{5}C(O)NR^{5}R^{5}; NR^{5}C(O)C(O)R^{5}; NR^{5}C(O)R^{5}; NR^{5}(COOR^{5}); NR^{5}C(O)R^{8};$  $NR^{5}S(O)_{n}NR^{5}R^{5};\ NR^{5}S(O)_{n}R^{5};\ NR^{5}S(O)_{n}R^{6};\ NR^{5}C(O)C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};$ OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>a</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>a</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_n$ 

R5:

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Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11},COOR^{10},NO_2,CN,C(O)R^{10},UC(O)NR^{10}R^{10},C(O)NR^{10}R^{10},N(R^{10})C(O)R^{10},N(R^$  $(COOR^{10}), S(O)_nNR^{10}R^{10}; NR^{10}S(O)_nNR^{10}R^{10}; NR^{10}S(O)_nR^{10}; or P(O)(OR^5)_2;$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; halo; sulfur; oxygen; CF3; SR5;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent R7, R9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R7, R9 or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF3; haloalkyl; SR 10,  $OR^{10}; NR^{10}R^{10}; NR^{10}R^{11}; NR^{11}R^{11}; COOR^{10}; NO_2; CN; C(O)R^{10}; S(O)_{a}R^{10}; S(O)_{n}NR^{10}R^{10}; or$ C(O)NR10R10:

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent CI-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10  $cycloalkenyl, OR^{12}, SR^{12}, NR^{12}R^{12}, COOR^{12}, NO_2, CN, C(O)R^{12}, C(O)NR^{12}R^{12}, NR^{12}C(O)R^{12}, C(O)R^{12}R^{12}, C(O)R^{12}, C(O)R^{12}R^{12}, C(O)R^{12}R^{12}, C(O)R^{12}R^{12}, C(O)R^$ N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_{m}NR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ; Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;

C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF3, OR13, SR13,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ , CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ;

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Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR14, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR14R14, COOR14, NO2, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; COOR5; C(O)R5; C(O)C(O)R5; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>R<sup>5</sup>; S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^{5}R^{5}; NR^{5}R^{6}; COOR^{5}; NO_{2}; CN; C(O)R^{5}; C(O)C(O)R^{5}; C(O)NR^{5}R^{5}; S(O)_{0}R^{5}; S(O)_{0}NR^{5}R^{5}; S(O)_{$  $NR^{5}C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)R^{5};\ NR^{5}C(O)R^{5};\ NR^{5}C(O)R^{5};\$  $NR^5S(O)_bR^5;\ NR^5S(O)_bR^8;\ NR^5C(O)C(O)NR^5R^5;\ NR^5C(O)C(O)NR^5R^6;\ OC(O)NR^5R^5;$ OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

8. The compound of claim 1 wherein,

R<sup>1</sup> is independently OR<sup>5</sup>:

R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R3 is independently aryl; phenyl optionally substituted with 1-5 independent R4 on each ring; or heteroaryl optionally substituted with 1-4 independent R4 on each ring;

Each R4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ !

 $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ,  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

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Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_u$ 

R⁵;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})C(O)$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>6</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>, CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>0</sub>R<sup>10</sup>; S(O)<sub>0</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

58 2499 8011

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>a</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>;  $SR^5$ ; OR<sup>5</sup>; OC(O) $R^5$ ; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>C(O)C(O)NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>C(O)C(O)NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>C(O)C(

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OS(O), NR5R5; NR5S(O), OR5; P(O)(OR5)2; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ , or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; provided R is not methoxy or hydroxy when R2 is 4-chlorophenylamino; further provided  $R^1$  is not phenoxy, methoxy or ethoxy when  $R^2$  is 4-aminophenylsulfonylamino; and further provided  $R^1$  is not phenoxy when  $R^2$  is 4-methylthiophenylamino or sulfanilamide.

9. The compound of claim 1 wherein,

R1 is independently SR5;

R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R<sup>3</sup> is independently aryl; phonyl optionally substituted with 1-5 independent R4 on each ring; or heteroaryl optionally substituted with 1-4 independent R4 on each ring;

Each R4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_4$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ :  $S(O)_{b}NR^{5}R^{5}; NR^{5}C(O)NR^{5}R^{5}; NR^{5}C(O)C(O)R^{5}; NR^{5}C(O)R^{5}; NR^{5}(COOR^{5}); NR^{5}C(O)R^{8};$  $NR^{5}S(O)_{n}NR^{5}R^{5};\ NR^{5}S(O)_{n}R^{5};\ NR^{5}S(O)_{n}R^{6}\backslash NR^{5}C(O)C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};$  $OC(O)NR^5R^5$ ;  $OS(O)_aNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $R(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R°; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R7 or R9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R7 or R9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R7 or R9;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or

 $S(O)_{n}R^{5};$ 

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11},COOR^{10},NO_2,CN,C(O)R^{10},OC(O)NR^{10}R^{10},C(O)NR^{10}R^{10},N(R^{10})C(O)R^{10},N(R^$  $(COOR^{10}), \ S(O)_{n}NR^{10}R^{10}; \ NR^{10}S(O)_{n}NR^{10}R^{10}; \ NR^{10}S(O)_{n}R^{10}; \ or \ P(O)(OR^{5})_{2};$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, r 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substitutent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>, NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently/H; C1-C10 alkyl; C2-C10 alkcnyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>0</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>0</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>.

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nR^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ , and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>. CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>R<sup>5</sup>; S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>6</sup>; NR<sup>5</sup>S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>0</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>0</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>0</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)N

## 10. The compound of claim 1 wherein:

R<sup>2</sup> is independently NHR<sup>3</sup>;

R1 is one of the following groups:

$$R^4$$
 $R^4$ 
 $R^4$ 
 $R^4$ 
 $R^4$ 

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>C(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>

$$\begin{split} R^5; \\ & \qquad \qquad Each \ R^7 \ is \ independently \ halo, \ CF_3, \ SR^{10}, \ OR^{10}, \ OC(O)R^{10}, \ NR^{10}R^{10}, \ NR^{10}R^{11}, \\ NR^{11}R^{11}, \ COOR^{10}, \ NO_2, \ CN, \ C(O)R^{10}, \ OC(O)NR^{10}R^{10}, \ C(O)NR^{10}R^{10}, \ N(R^{10})C(O)R^{10}, \ N(R^{10})C(O)$$

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>6</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>0</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substitutent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>;

OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>0</sub>R<sup>10</sup>; S(O)<sub>0</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>R<sup>5</sup>; S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>;

 $NR^{5}S(O)_{n}R^{5};\ NR^{5}S(O)_{n}R^{8};\ NR^{5}C(O)C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};\ OC(O)NR^{5}R^{5};$ OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

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## 11. The compound of claim 1 wherein,

R1 is independently heterocyclyl optionally substituted with 1-4 independent R4 on each ring, wherein said heterocyclyl is not unsubstituted piperidine;

R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5; NR^5R^6; NR^5R^{16}; COOR^5; NO_2; CN; C(O)R^5; C(O)C(O)R^5; C(O)NR^5R^5; S(O)_nR^{5n} + (O)^2R^5; C(O)^2R^5; C(O)^2R^5;$  $S(O)_{b}NR^{5}R^{5};\ NR^{5}C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)R^{5};\ NR^{5}C(O)R^{5};\ NR^{5}(COOR^{5});\ NR^{5}C(O)R^{8};$  $NR^{5}S(O)_{n}NR^{5}R^{5};\ NR^{5}S(O)_{n}R^{5};\ NR^{5}S(O)_{n}R^{8};\ NR^{5}C(O)C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};$ OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub> R5;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11},COOR^{10},NO_2,CN,C(O)R^{10},OC(O)NR^{10}R^{10},C(O)NR^{10}R^{10},N(R^{10})C(O)R^{10},N(R^$  $(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if hicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be

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substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; halo; sulfur; oxygen; CF3; SR5;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_uNR^5R^5$ ; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R7, R9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R7, R9 or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0. 1. 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur, oxygen; CF3; haloalkyl; SR10;  $OR^{10}; NR^{10}R^{10}; NR^{10}R^{11}; NR^{11}R^{11}; COOR^{10}; NO_2; CN; C(O)R^{10}; S(O)_nR^{10}; S(O)_nNR^{10}R^{10}; or$ C(O)NR10R10:

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ , CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR14, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;

C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>;

C(O)NR<sup>5</sup>R<sup>5</sup>: S(O)<sub>n</sub>R<sup>5</sup> S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>R<sup>5</sup>: S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>6</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>0</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>0</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>0</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

## 12. The compound of claim 1 wherein,

Each R<sup>1</sup> is independently heteroaryl substituted with 1-4 independent R<sup>4</sup> on each ring, wherein said heteroaryl comprises at least one nitrogen heteroatom and said heteroaryl is attached at said nitrogen heteroatom;

Each R<sup>2</sup> is independently NHR<sup>3</sup>;

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>R<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>, P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; cor R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_n$   $R^5$ ;

 $Each\ R^7\ is\ independently\ halo,\ CF_3,\ SR^{10},\ OR^{10},\ OC(O)R^{10},\ NR^{10}R^{10},\ NR^{10}R^{11},\\ NR^{11}R^{11},\ COOR^{10},\ NO_2,\ CN,\ C(O)R^{10},\ OC(O)NR^{10}R^{10},\ C(O)NR^{10}R^{10},\ N(R^{10})C(O)R^{10},\ N(R^{10})C(O)R$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substitutent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>0</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $R^{12}$ ,  $R^{12}$ , or  $R^{12}$ , or  $R^{12}$ , or  $R^{12}$ , or phenyl optionally substituted with 1-3

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independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

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Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>,  $NR^{13}R^{13}$ ,  $COOR^{13}$ ,  $NO_2$ , CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ; or phenyl optionally substituted with 1-3 independent CI-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN,  $C(O)R^{13}$ ,  $C(O)NR^{13}R^{13}$ ,  $NR^{13}C(O)R^{13}$ , or  $OC(O)R^{13}$ ;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR14, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>u</sub>R<sup>5</sup>; S(O)<sub>u</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>. or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R7 or R8; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5; \ NR^5R^6; \ COOR^5; \ NO_2; \ CN; \ C(O)R^5; \ C(O)C(O)R^5; \ C(O)NR^5R^5; \ S(O)_nR^{5:} \ S(O)_nNR^5R^5;$  $NR^{5}C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)R^{5};\ NR^{5}C(O)R^{5};\ NR^{5}C(O)R^{5};\$  $NR^{5}S(O)_{u}R^{5};\ NR^{5}S(O)_{u}R^{8};\ NR^{5}C(O)C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};\ OC(O)NR^{5}R^{5};$ OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>: NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

13. The compound of claim 1 wherein,

**3**499 8011

Each R<sup>1</sup> is independently heterocyclyl substituted with 1-4 independent R<sup>4</sup> on each ring, wherein said heterocyclyl is not unsubstituted piperidine, and said heterocyclyl comprises at least one nitrogen heteroatom and said heterocyclyl is attached at said nitrogen heteroatom;

Each R<sup>2</sup> is independently NHR<sup>3</sup>;

Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>: COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_n$  $R^5$ :

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{10}R^{11}$ ,  $NR^{10}R^{10}$ ,  $NO_2$ ,  $NR^{10}$ ,  $NC(O)R^{10}$ ,  $NC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{10$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>;

**6**499 8011

 $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>0</sub>R<sup>10</sup>; S(O)<sub>0</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

**3**499\_8011

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; COOR5; C(O)R5; C(O)C(O)R5; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>R<sup>5</sup>: S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R7 or R8; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5; NR^5R^6; COOR^5; NO_2; CN; C(O)R^5; C(O)C(O)R^5; C(O)NR^5R^5; S(O)_nR^5; S(O)_nNR^5R^5; S(O)_nNR^5; S(O)_nNR^5R^5; S(O)_nNR^5; S(O)_nNR^5; S(O)_nNR^5; S(O)_nNR^5; S(O)_nNR^5;$  $NR^5C(O)NR^5R^5;\ NR^5C(O)C(O)R^5;\ NR^5C(O)R^5;\ NR^5(COOR^5);\ NR^5C(O)R^8;\ NR^5S(O)_nNR^5R^5;$  $NR^{5}S(O)_{n}R^{5};\ NR^{5}S(O)_{n}R^{8};\ NR^{5}C(O)C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};\ OC(O)NR^{5}R^{5};$ OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent axyl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

14. The compound of claim 1 wherein,

Each R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R<sup>1</sup> is independently of the formula:

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R4 on each ring; or heteroaryl optionally substituted with 1-4 independent R4 on each ring;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloaikyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5; NR^5R^6; NR^5R^{16}; COOR^5; NO_2; CN, C(O)R^5; C(O)C(O)R^5; C(O)NR^5R^5; S(O)_0R^5; C(O)R^5; C(O)R^$  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^{5}S(O)_{0}NR^{5}R^{5};\ NR^{5}S(O)_{0}R^{5};\ NR^{5}S(O)_{n}R^{8};\ NR^{5}C(O)C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};$ 

OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; r C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_n$   $R^5$ ;

 $Each\ R^7\ is\ independently\ halo,\ CF_3,\ SR^{10},\ OR^{10},\ OC(O)R^{10},\ NR^{10}R^{10},\ NR^{10}R^{11},\\ NR^{11}R^{11},\ COOR^{10},\ NO_2,\ CN,\ C(O)R^{10},\ OC(O)NR^{10}R^{10},\ C(O)NR^{10}R^{10},\ N(R^{10})C(O)R^{10},\ N(R^{10})C(O)R$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>0</sub>R<sup>10</sup>; S(O)<sub>0</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10

**5**499 8011

cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>u</sub>R<sup>5</sup> S(O)<sub>u</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>u</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>u</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>u</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>u</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>u</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

15. The compound of claim 1 wherein,

Each R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R<sup>1</sup> is independently of the formula:

a'

Each X is independently O or S;

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>

R5;

: 06 2499 8011

Each  $R^7$  is independently halo,  $CF_5$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})C(O)$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substitutent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>0</sub>R<sup>10</sup>; S(O)<sub>0</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>0</sub>R<sup>10</sup>; Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;

C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup> S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

16. The compound of claim 1 wherein,

Each R<sup>2</sup> is independently NHR<sup>3</sup>;

Each R1 is independently of the formula:

Each X is independently O or S;

Each R<sup>3</sup> is independently aryl: phenyl optionally substituted with 1-5 independent R4 on each ring; or heteroaryl optionally substituted with 1-4 independent R4 on each ring;

Each R4 is independently selected from H. C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^{5}$ ;  $S(O)_{n}NR^{5}R^{5}$ ;  $NR^{5}C(O)NR^{5}R^{5}$ ;  $NR^{5}C(O)C(O)R^{5}$ ;  $NR^{5}C(O)R^{5}$ ;  $NR^{5}(COOR^{5})$ ;  $NR^{5}C(O)R^{8}$ ;  $NR^{5}S(O)_{n}NR^{5}R^{5}$ ;  $NR^{5}S(O)_{n}R^{5}$ ;  $NR^{5}S(O)_{n}R^{8}$ ;  $NR^{5}C(O)C(O)NR^{5}R^{5}$ ;  $NR^{5}C(O)C(O)NR^{5}R^{6}$ ; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>, C1-C10 alkyl substituted with 1-3 independent aryl, R7 or R8; or C2-C10 alkenyl substituted with 1-3 independent aryl, R7 or R8;

Each R5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R7 or R9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R7 or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub> R5;

Each R<sup>7</sup> is independently halo, CF<sub>3</sub>, SR<sup>10</sup>, OR<sup>10</sup>, OC(O)R<sup>10</sup>, NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$  $(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_0R^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O. N. or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be

substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>u</sub>R<sup>10</sup>; S(O)<sub>u</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>. CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>;

SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently II; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>R<sup>5</sup>; S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

17. The compound of claim 1 wherein,

Each R<sup>2</sup> is independently NHR<sup>3</sup>;

Each  $\mathbb{R}^1$  is independently of the formula:

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each R4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R8; halo; CF3; SR5; OR5; OC(O)R5;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^5R^{16}$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_0R^5$ ;  $S(O)_{n}NR^{5}R^{5}$ ;  $NR^{5}C(O)NR^{5}R^{5}$ ;  $NR^{5}C(O)C(O)R^{5}$ ;  $NR^{5}C(O)R^{5}$ ;  $NR^{5}C(O)R^{8}$ ;  $NR^{5}S(O)_{n}NR^{5}R^{5};\ NR^{5}S(O)_{n}R^{5};\ NR^{5}S(O)_{n}R^{8};\ NR^{5}C(O)C(O)NR^{5}R^{5};\ NR^{5}C(O)C(O)NR^{5}R^{6};$ OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>u</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

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Each R5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R7 or R9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R7 or R<sup>9</sup> groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub> R5;

Each R<sup>7</sup> is independently halo, CF<sub>3</sub>, SR<sup>10</sup>, OR<sup>10</sup>, OC(O)R<sup>10</sup>, NR<sup>10</sup>R<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$  $(COOR^{10}),\ S(O)_nNR^{10}R^{10};\ NR^{10}S(O)_nNR^{10}R^{10};\ NR^{10}S(O)_nR^{10};\ or\ P(O)(OR^5)_2;$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R9; halo; sulfur; oxygen; CF3; SR5;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_0NR^5R^5$ ; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R7, R9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R7, R9 or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF3; haloalkyl; SR10;

 $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ; CN;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>0</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>0</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>.

Each R<sup>12</sup> is independently H: C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl, C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>17</sup> is independently NR<sup>5</sup>R<sup>16</sup>; OR<sup>5</sup>; SR<sup>5</sup>; or halo; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycl alkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>;

 $NR^5R^5; NR^5R^6; COOR^5; NO_2; CN; C(O)R^5; C(O)C(O)R^5; C(O)NR^5R^5; S(O)_nR^5; S(O)_nNR^5R^5; NR^5C(O)NR^5R^5; NR^5C(O)R^5; NR^5C(O)R^5; NR^5C(O)R^5; NR^5C(O)R^8; NR^5S(O)_nNR^5R^5; NR^5S(O)_nR^5; NR^5S(O)_nR^6; NR^5C(O)C(O)NR^5R^5; NR^5C(O)C(O)NR^5R^6; OC(O)NR^5R^5; OS(O)_nNR^5R^5; NR^5S(O)_nOR^5; P(O)(OR^5)_2; C1-C10 alkyl substituted with 1-3 independent aryl, <math>R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ .

a

18. The compound of claim 1 wherein,

Each R<sup>1</sup> is independently one of the following groups:

wherein m is 0, 1, 2, 3 or 4;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>6</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

 $S(O)_{n}R^{5};$ 

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or

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Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$  ( $COOR^{10}$ ),  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>0</sub>R<sup>10</sup>; S(O)<sub>0</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)R<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>0</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>0</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_nR^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>15</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

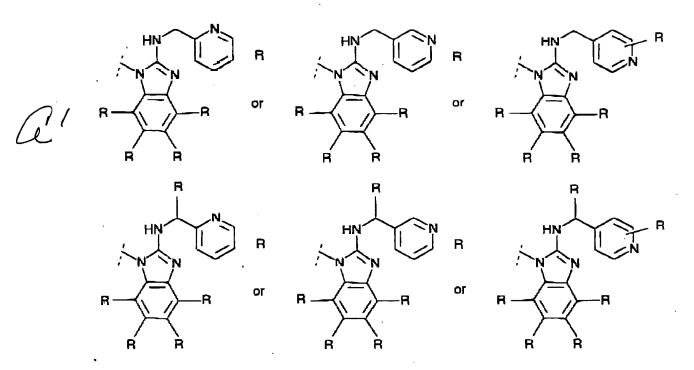
Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each R<sup>22</sup> is independently C2-C9 alkyl substituted with 1-2 independent aryl, R<sup>7</sup>, or R<sup>8</sup>; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF3; SR5; OR5; OC(O)R5; NR5R5; NR5R6; COOR5; NO2; CN; C(O)R5; C(O)C(O)R5; C(O)NR5R5; S(O)nR5R5; S(O)nR8R5R5; NR5C(O)NR5R5; NR5C(O)R8; NR5C(O)R8

The compound of claim 1 wherein,
 Each R<sup>1</sup> is independently



wherein m is 0, 1, 2, 3 or 4;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>, NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>R<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>6</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_0R^5$ ;

 $Each\ R^7\ is\ independently\ halo,\ CF_3,\ SR^{10},\ OR^{10},\ OC(O)R^{10},\ NR^{10}R^{10},\ NR^{10}R^{11},\\ NR^{11},\ COOR^{10},\ NO_2,\ CN,\ C(O)R^{10},\ OC(O)NR^{10}R^{10},\ C(O)NR^{10}R^{10},\ N(R^{10})C(O)R^{10},\ N(R^{10})C(O)R^{10},$ 

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>0</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>0</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10

alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

a

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>22</sup> is independently C2-C9 alkyl substituted with 1-2 independent aryl, R<sup>7</sup>, or R<sup>8</sup>;

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup> S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; and

Each  $R^{24}$  is independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur, oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ; CN;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $CO)_nNR^5R^5$ ;  $NR^5C(O)_nNR^5R^5$ ;  $NR^5C(O)_nNR^5$ ;

20. The compound of claim 1 wherein,

AMGEN

Each R is independently one of the following:

$$\alpha'$$

$$R^{19}$$
 or  $R^4$  or  $R^4$   $R^4$ 

wherein

Each halo is selected from fluoro, chloro, bromo and iodo;

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF3; SR5; OR5; OC(O) $R^5$ ; NR5 $R^5$ ; NR5 $R^6$ ; NR5 $R^6$ ; NR5 $R^6$ ; NO2; CN; C(O) $R^5$ ; C(O)C(O) $R^5$ ; C(O)NR5 $R^5$ ; S(O)<sub>n</sub>R5; S(O)<sub>n</sub>R5; S(O)<sub>n</sub>R5; NR5C(O)C(O)R5; NR5C(O)R5; NR5C(O)R8; NR5C(O)R8; NR5C(O)<sub>n</sub>NR5 $R^5$ ; NR5C(O)<sub>n</sub>R5; NR5C(O)<sub>n</sub>R8; NR5C(O)C(O)NR5 $R^5$ ; NR5C(O)C(O)NR5 $R^6$ ; OC(O)NR5 $R^5$ ; NR5C(O)C(O)NR5 $R^5$ ; NR5C(O)C(O)NR5 $R^5$ ; NR5C(O)C(O)NR5 $R^5$ ; NR5C(O)C(O)NR5 $R^5$ ; OS(O)<sub>n</sub>NR5 $R^5$ ; NR5C(O)<sub>n</sub>OR5; P(O)(OR5)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(=NR^5)NR^5R^5$ , or  $S(O)_0R^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ , CN,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})$  ( $COOR^{10}$ ),  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl, C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>3</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be

substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>n</sub>R<sup>10</sup>; S(O)<sub>n</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

a'

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo,  $CF_3$ ,  $OR^{12}$ ,  $SR^{12}$ ,  $NR^{12}R^{12}$ ,  $COOR^{12}$ ,  $NO_2$ , CN,  $C(O)R^{12}$ ,  $C(O)NR^{12}R^{12}$ ,  $NR^{12}C(O)R^{12}$ ,  $N(R^{12})(COOR^{12})$ ,  $S(O)_nNR^{12}R^{12}$ , or  $OC(O)R^{12}$ ;

Each  $R^{11}$  is independently  $C(O)R^{10}$ ,  $COOR^{10}$ ,  $C(O)NR^{10}R^{10}$  or  $S(O)_{a}R^{10}$ ;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each  $R^{16}$  is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$ ,  $R^8$ , or phenyl optionally substituted with substituted with 1-4 independent  $R^{23}$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each R<sup>19</sup> is independently H or C1-C6 alkyl; and

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>

The compound of claim 1 wherein,
 Each R<sup>1</sup> is independently

Each  $R^4$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O) $R^5$ ; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>R<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>C(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup>;

Each R<sup>6</sup> is independently C(O)R<sup>5</sup>, COOR<sup>5</sup>, C(O)NR<sup>5</sup>R<sup>5</sup>, C(=NR<sup>5</sup>)NR<sup>5</sup>R<sup>5</sup>, or S(O)<sub>n</sub>R<sup>5</sup>;

 $Each\ R^7\ is\ independently\ halo,\ CF_3,\ SR^{10},\ OR^{10},\ OC(O)R^{10},\ NR^{10}R^{10},\ NR^{10}R^{11},\\ NR^{11}R^{11},\ COOR^{10},\ NO_2,\ CN,\ C(O)R^{10},\ OC(O)NR^{10}R^{10},\ C(O)NR^{10}R^{10},\ N(R^{10})C(O)R^{10},\ N(R^{10})C(O)R$ 

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Each R<sup>8</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O. N. or S. which may be saturated or unsaturated, and wherein 0. 1. 2. 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; halo; sulfur; oxygen; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>6</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>C(O)R<sup>9</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>9</sup>; C1-C10 alkyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl; or C2-C10 alkenyl substituted with 1-3 independent R<sup>7</sup>, R<sup>9</sup> or aryl;

Each R<sup>9</sup> is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF<sub>3</sub>; haloalkyl; SR<sup>10</sup>; OR<sup>10</sup>; NR<sup>10</sup>R<sup>10</sup>; NR<sup>10</sup>R<sup>11</sup>; NR<sup>11</sup>R<sup>11</sup>; COOR<sup>10</sup>; NO<sub>2</sub>; CN; C(O)R<sup>10</sup>; S(O)<sub>B</sub>R<sup>10</sup>; S(O)<sub>B</sub>NR<sup>10</sup>R<sup>10</sup>; or C(O)NR<sup>10</sup>R<sup>10</sup>;

Each R<sup>10</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>0</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>0</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;

C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl;

C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>;

C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>: S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>19</sup> is independently H or C1-C6 alkyl; and

Each R<sup>23</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo: CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>.

- 24. A method of treating kinase-mediated disease or disease symptoms in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.
- 25. A method of inhibiting kinase activity in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

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26. A method of treating disease or disease symptoms in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

27. A method of inhibiting angiogenesis or vasculogenesis activity in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.